



December 22, 2023

To All IAIR Members:

The following proposed amendment to the IAIR Bylaws will be voted on by the Board of Directors ten days or later from the date of this posting, in accordance with Section 14.2 (a) of the IAIR Bylaws. Please provide written notice to the Executive Director at office@iair.org within ten days of this posting if you wish the proposed amendment to be put to a vote of the IAIR Members. The amendment is proposed for the purpose of updating the functions of the Governance Committee as described in the bylaws. Proposed edits to the current language are in red.

Section 8.2.1. Governance Committee

There shall be a Governance Committee, which shall develop, implement, and monitor the corporate governance process for all Association activities. The Governance Committee Chair serving as inspector and parliamentarian of membership meetings, if requested by the meeting's presiding officer. The charges for the Committee include, but are not limited to, the following:

- (a) Developing an annual budget, **if needed**, for Committee activities to be submitted for Board of Directors approval;*
- (b) Supervising matters relating to the Association's legal structure and governance;*
- (c) ~~Developing procedural checklists and~~ Providing support for all in-person meetings and conference calls of the Board of Directors and committees in coordination with the Administrator, including **all scheduling, facilities arrangements**, notifications **and**, handouts **related to governance, and minutes**;*
- (d) Periodically reviewing and proposing revisions, when deemed necessary, to the Association's governing documents;*
- (e) Soliciting nominations with biographies annually from the Association membership for candidates' vacancies on the Board of Directors;*
- (f) Prescribing the form of proxies and ballots, preparing/distributing all official proxies and ballots, appointing persons to conduct balloting at membership meetings, subject to the Board of Directors' direction and control; and*
- (g) Identifying and evaluating potential candidates for Honorary Member, if requested by the President.*

Very Truly Yours,

The IAIR Board of Director